

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: : Chapter 11
: :
W.R. GRACE & CO., *et. al.* : Case No. 01-1139 (JKF)
: :
Debtors : (Jointly Administered)

**ORDER APPROVING THIRTY-THIRD QUARTERLY
FEE APPLICATION OF PRICEWATERHOUSECOOPERS LLP,
AUDITORS AND TAX CONSULTANTS FOR DEBTORS, FOR
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Upon consideration of the Thirty-second Quarterly Fee Application of PricewaterhouseCoopers LLP ("PwC"), Auditors and Tax Consultants for Debtors, for Allowance of Compensation and Reimbursement of Expenses, incurred during the interim period April 1, 2009 through June 30, 2009, dated August 13, 2009 (the "Application"); and upon the Certification of Thomas E. Smith in support of the Application; and upon a hearing having been held before this Court to consider the Thirty-third Quarterly Fee Application; and upon notice having been given pursuant to Bankruptcy Rule 2002(a)(7) and (c)(2); and due consideration having been given to any responses thereto, and sufficient cause having been shown therefore, it is hereby:

ORDERED that the Thirty-third Quarterly Fee Application is approved, and it is further

ORDERED that the compensation for services rendered in the amount of \$432,835.57 (plus \$11,263.68 for preparing the related fee applications) and expenses in the aggregate amount of \$4,520.51 is hereby granted to PwC.

Dated: _____, 2009

Judith K. Fitzgerald
United States Bankruptcy Judge